

PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: 212-561-7700
Facsimile: 212-561-7777
Richard M. Pachulski
Laura Davis Jones
Debra I. Grassgreen
Maria A. Bove
John W. Lucas

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,
Debtors.¹

Chapter 11

Case No. 10-10018 (MG)
(Jointly Administered)

**AGENDA WITH RESPECT TO HEARING SCHEDULED ON
JANUARY 14, 2011 AT 9:00 A.M. BEFORE THE
HONORABLE MARTIN GLENN, COURTROOM NO. 501**

I. INTRODUCTION

1. Introduction of Key Debtor Parties
2. Overview of Plan

II. MOTIONS:

3. Motion for Authorization Pursuant to Sections 363, 365, and 553(a) of the Bankruptcy Code and Bankruptcy Rules 6004, 6006 and 9019 to (I) Assume Master Purchase Agreement, as Amended, with Bombardier Inc., (II) Settle Certain Claims Between the Debtors and Bombardier Inc. Arising under the Master Purchase Agreement, and (III) Settle Certain Claims Asserted Against the Debtors by Bombardier Capital Inc. and Bombardier Service Corporation. (Filed 12/23/10) [Docket No. 1324]

Related Documents: None

¹ The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchii, Inc. (5531); and Patar, Inc. (1653).

Objection Deadline: January 7, 2011.

Objections: None.

Reply Deadline: January 12, 2011 at 12:00 p.m.

Replies: None.

Status: This matter is going forward on an uncontested basis.

4. Motion Pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 for Authorization to File Under Seal Certain Portions of the Term Sheet Describing the Amendment to the Master Purchase Agreement with Bombardier Inc. (Filed 12/23/10) [Docket No. 1325]

Related Documents: None

Objection Deadline: January 7, 2011.

Objections: None.

Reply Deadline: January 12, 2011 at 12:00 p.m.

Replies: None.

Status: This matter is going forward. Discussions between Debtors and US Trustee pending.

III. CONFIRMATION HEARING:

A. Debtors' Plan Documents:

5. Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed 11/23/10) [Docket No. 1241]

6. Disclosure Statement in Support of Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed 11/23/10) [Docket No. 1242]

7. Plan Supplement to Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors under Chapter 11 of the Bankruptcy Code. (Filed 12/28/10) [Docket No. 1335]

8. Memorandum of Law in Support of Confirmation of the Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed 1/11/11) [Docket No. 1381]

9. Debtors' Omnibus Reply to Objections and Informal Responses to the Confirmation of the Second Amended Joint Plan of Reorganization of Mesa Air

Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code (the “**Omnibus Reply**”). (Filed 1/11/11) [Docket No. 1382]

10. Declaration of Michael J. Lotz In Support of Confirmation of the Second Amended Joint Plan of Reorganization Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed 1/11/11) [Docket No. 1383]
11. Declaration of Marc A. Bilbao In Support of Confirmation of the Second Amended Joint Plan of Reorganization Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed 1/11/11) [Docket No. 1384]
12. Declaration of Erin Gray Certifying the Vote on the Debtors' Second Amended Joint Plan of Reorganization. (Filed 1/13/11) [Docket No. 1405]

B. Confirmation Objections:

1. Tax Authority Responses/Objections

- a. Objection to Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code filed by Maricopa County. (Filed 11/15/10) [Docket Nos. 1218 and 1267]

Status: This matter is going forward on a contested basis. Debtors have revised Plan to address objection (see Omnibus Reply).

- b. Objection to Debtors' Second Amended Joint POR filed by Salt Lake County Treasurer. (Filed 12/22/10) [Docket No. 1317]

Status: This matter is going forward on a contested basis. Debtors have revised Plan to address objection (see Omnibus Reply).

- c. Objection to Confirmation of Amended Plan by Local Texas Tax Authorities (Bexar County, El Paso & Tarrant County) and City of Memphis. (Filed 1/4/11) [Docket No. 1356]

Status: This has been consensually resolved as a result of the proposed changes in the Plan (see Omnibus Reply).

2. General Contract Assumption/Cure Objections

- a. Objection to the Assumption of Certain Executory Contracts, Objection to Cure Amounts, Demand for Adequate Assurance and Reservation of Rights filed by Stephen C. Stapleton on behalf of Sabre Inc. (Filed 1/4/11) [Docket No. 1350]

Status: Resolved (see Omnibus Reply).

b. Limited Objection of Zurich American Insurance Company to Plan Supplement to Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed 1/4/11) [Docket No. 1354]

Status: Unless consensually resolved prior to hearing, the cure dispute will be continued to January 26, 2010 at 10:00 a.m.

c. Opposition By Oracle America, Inc. To Debtors' Notice Of Filing (I) Plan Supplement To Debtors' Plan And (II) Schedule Of Executory Contracts And Unexpired Leases To Be Assumed Under The Plan And Proposed Cure Amounts Therefor. (Filed 1/4/11) [Docket No. 1360]

Status: Resolved (see Omnibus Reply).

3. Aircraft Agreement Cures

a. Objection Limited, of Export Development Canada to, Among Other Matters, Proposed Cure Amount Set Forth in Plan Supplement to Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code. (Filed (Filed 1/4/11)) [Docket No. 1347]

Status: Unless consensually resolved prior to hearing, the cure dispute will be continued to January 26, 2010 at 10:00 a.m.

b. Limited Objection, to, Among Other Matters, Proposed Cure Amount Set Forth in Plan Supplement to Second Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code filed by Michael James Edelman on behalf of DVB Bank SE. (Filed 1/4/11) [Docket No. 1348]

Status: Unless consensually resolved prior to hearing, the cure dispute will be continued to January 26, 2010 at 10:00 a.m.

c. Objection and Reservation of Rights of Wilmington Trust Company, Not In Its Individual Capacity, but In Its Various Capacities Under the Operative Documents and Wilmington Trust, In Its Individual Capacity, Solely with Respect to Its Claim for Trustee Fees and Expenses. (Filed 1/4/11) [Docket No. 1349]

Status: Unless consensually resolved prior to hearing, the cure dispute will be continued to January 26, 2010 at 10:00 a.m.

4. Evidentiary Hearing on BF Holdings I LLC's Confirmation Objection

(a) BF Claims Holdings I LLC's Objection to Plan Confirmation and Approval of Related Plan Supplement Documents. (Filed 1/4/11) [Docket No. 1358]

(b) Debtors' Pretrial Memorandum of Law and Response to BF Claims Holdings I LLCs Objection to Plan Confirmation and Approval of Related Plan Supplement Documents. (Filed 1/12/11) [Docket No. 1392]

(c) Pre-Trial Brief of the Official Committee of Unsecured Creditors in Reply to Objection to BF Claims Holdings I LLC. (Filed 1/12/11) [Docket No. 1393]

(d) BF Claims Holding I LLC's Pretrial Memorandum. (Filed 1/12/11) [Docket No. 1394]

(e) Notice of Filing and Request for Approval of Stipulations Regarding Plan Treatment and Assumption Obligations. (Filed 1/12/11) [Docket No. 1395]

(f) BF Claims Holdings I LLC's Witness List, Deposition Designations and Exhibit List. (Filed 1/12/11) [Docket No. 1396]

(g) Index of Exhibits for Evidentiary Hearing on BF Claims Holdings I LLC's Objection to Plan Confirmation and Approval of Related Plan Supplement Documents. (Filed 1/12/11) [Docket No. 1402]

(h) The Debtors' Witness List for the Evidentiary Hearing on BF claims Holdings I LLC's Objection to Plan Confirmation and Approval of Related Plan Supplement Documents. (Filed 1/12/11) [Docket No. 1403]

(i) Supplement To Index Of Exhibits For Evidentiary Hearing On BF Claims Holdings I LLC's Objection To Plan Confirmation and Approval Of Related Plan Supplement Documents. (Filed 1/13/11) [Docket No. 1409]

(j) Supplement to the Debtors' Witness List for the Evidentiary Hearing on BF Claims Holdings I LLC's Objection to Plan Confirmation and Approval of Related Plan Supplement Documents. (Filed 1/13/11) [Docket No. 1410]

(k) Official Creditors Committee's Objections to BF Claims Holdings I LLC's Witness List, Deposition Designations and Exhibit List. (Filed 1/13/11) [Docket No. 1411]

IV. CONTINUED MATTERS:

A. Second Interim Fee Applications

1. Second (Amended) Application for Interim Professional Compensation and Reimbursement of Expenses as Special Aviation Counsel to the Debtors, for the Period May 1, 2010 through October 31, 2010 for Smith, Gambrell & Russell, LLP. (Filed 1/7/11) [Docket No. 1375]
2. Second Application for Interim Professional Compensation of Macquarie Capital (USA) Inc., Financial Advisor and Investment Banker to the Official Committee of Unsecured Creditors, for Interim Allowance of

Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From May 1, 2010 Through August 31, 2010. (Filed 11/29/10) [Docket No. 1247]

3. Second Interim Application of Morrison & Foerster LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period May 1, 2010 Through August 31, 2010. (Filed 11/29/10) [Docket No. 1248]
4. First Interim Application of Deloitte & Touche LLP for Compensation for Services Rendered and Reimbursement of Expenses as Audit and Accounting Services Provider to the Debtors for the Period from April 1, 2010 Through and Including August 31, 2010. (Filed 12/8/10) [Docket No. 1269]
5. Second Interim Application of Deloitte Tax LLP for Compensation for Services Rendered and Reimbursement of Expenses as Tax Compliance and Tax Advisory Services Provider to the Debtors for the Period from May 1, 2010 through and including August 31, 2010. (Filed 12/10/10) [Docket No. 1274]
6. Second Interim Application of Jones Day, Special Counsel for the Debtors and Debtors in Possession, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period May 1, 2010 Through August 31, 2010. (Filed 12/10/10) [Docket No. 1275]
7. Second Interim Application of Imperial Capital, LLC for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor and Investment Banker to the Debtors for the Period from May 1, 2010 through August 31, 2010. (Filed 12/10/10) [Docket No. 1283]
8. Second Interim Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors for the Period from May 1, 2010 through August 31, 2010. (Filed 12/10/10) [Docket No. 1284]

Objection Deadline: January 7, 2011 (Extended to January 10, 2011 for the United States Trustee).

Objections: Objection of the United States Trustee to Applications for Second Interim Compensation. (Filed 1/10/11) [Docket No. 1380]

Reply Deadline: Extended to January 24, 2011 at 12:00 p.m.

Status: The second interim fee applications will be continued to January 26, 2011 at 10:00 a.m.

Dated: January 13, 2011
New York, New York

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Maria A. Bove

Richard M Pachulski
Laura Davis Jones
Debra I. Grassgreen
Maria A. Bove
John W. Lucas
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Attorneys for Debtors and Debtors in Possession